

“Ethical and Professional Conduct” Charter

Economics Interest Group DiaGDirect



DiaGDirect
Health

The dematerialisation portal

IVD and Health Professionals

**THIS CHARTER WAS ADOPTED UNANIMOUSLY AT THE GENERAL ASSEMBLY OF THE EIG
DIAGDIRECT ON 3/28/2019**

IT IS COMPULSORY FOR ALL ADHERENT MEMBERS

THE CONTENT OF THE "ETHICAL AND PROFESSIONAL CONDUCT" CHARTER OF THE EIG DIAGDIRECT IS NOT INTENDED TO REPLACE THE APPLICABLE LEGAL TEXTS OR PROFESSIONAL CODES OF EACH OF ITS MEMBER COMPANIES, BUT RATHER TO COMPLEMENT THEM.

THESE RULES ARE NOT EXHAUSTIVE BUT, IN CONJUNCTION WITH COMMON SENSE AND A SENSE OF RESPONSIBILITY OF EVERYONE;

THEY CONSTITUTE BENCHMARKS FOR THE MEMBER COMPANIES TO GUIDE THEIR ACTIONS AND INSPIRE THEIR BEHAVIOUR IN THE RESPECT OF ETHICS AND DEONTOLOGY.

PREAMBLE

EIG DiaGDirect (or "EIG") was created to facilitate and develop the economic activity of its members and to improve the results of this activity. The EIG designs, develops and implements solutions and projects in the field of in vitro diagnostics related to the distance selling and electronic data exchange of the DiaGDirect system.

Within this framework, each member of the EIG commits to put its product catalogue on the DiaGDirect platform and to communicate all information that would be likely to have a favourable or unfavourable influence on the EIG's activities.

Given the nature of the information concerned, EIG DiaGDirect wished to specify the main values that unite its members and the operating rules they are required to respect.

This ethical and professional conduct ("Charter") is a commitment for all members of EIG DiaGDirect, both among themselves and with respect to customers, patients and third parties.

As such, the Charter is signed by all EIG DiaGDirect's adherent members and is a mandatory condition of any new membership.

Each of the members of the EIG is committed to applying and respecting the EIG's membership contract, its internal regulations and this Charter.

The members of EIG DiaGDirect are committed to complying with French and European laws and regulations in all areas and in particular in the fields of business law, labor law, competition and environmental law.

Joining the EIG entails compliance with all the rules of honour and probity relating to the EIG's activity, in particular by complying with the laws and regulations in force and, more particularly, the rules of competition law.

This Charter reminds each member of the importance of complying with these rules in the development of the EIG's activity and in particular during the EIG's work and meetings.

The purpose of this Charter is to enable all its members to adopt the fundamental rules of conduct and to apply them to their actions/activities. Each member is committed to disseminating the principles of this Charter within its company and to ensuring that its provisions are complied with.

Disclaimer: This Charter does not cover all the types of behaviour that may be sanctioned, nor all the regulations applicable to the activity.

If a practice is not mentioned, this does not necessarily authorise it.

The absence of mention of a regulation does not imply that the said regulation does not apply.

GENERAL PRINCIPLES

Joining the EIG is formalised and transparent.

The EIG regularly reports to its members on the actions it carries out for all its members. The management of the EIG guarantees the efficiency of operations and the quality of services provided to its members. Any decision of the EIG is taken with respect for the management autonomy of its members.

Each member is legally and factually independent for its actions and decisions. Thus, each member is solely responsible for its commercial strategy and management.

Each member is committed to avoiding any situation of conflict of interest between the EIG and his personal interest. In the event of a proven or potential conflict of interest, any member who considers that he is unable to deal with the matter impartially must inform the EIG and withdraw from the dossier or subject concerned.

Each member is committed to respecting and complying with the regulations in force, in particular those relating to the protection of personal data, product and work safety.

Members must respect the principles of loyalty and integrity in their relations with other members, as well as in their relations with any third party.

Each member commits to

- 1) Maintain the confidentiality of the information exchanged in the framework of the EIG's activities
- 2) Communicating all information to the EIG in an aggregated and statistical format in order to carry out the analyses necessary for the EIG's activities, while respecting business secrecy
- 3) Participate in working groups, meetings, general assemblies, in a loyal and constructive manner, and contribute its expertise
- 4) Respecting and implementing the decisions taken by the EIG
- 5) Contributing to the activities of the EIG
- 6) Have ethical communication, taking care not to damage the reputation of the EIG, nor of other members, or any third party.

COMPETITION

Open competition requires that the behaviour of other companies should not be known and predictable so that everyone can act freely.

Thus, it is prohibited any agreement or arrangement that has the object or effect

- of preventing
- of restricting
- of distorting competition in a particular product or service market.

This is true whether the agreement is oral or written, express or implied.

Non-compliance with competition law can result in heavy fines for member companies and for the EIG itself.

Each member should be aware that any violation or attempted violation of any of the competition rules may lead to various sanctions, including exclusion from the EIG. Consequently, each member agrees to comply with the rules of communication laid down within the EIG, in particular in this Charter. Indeed, certain practices may be considered unfair and engage the responsibility of the member, as well as that of the perpetrator.

Denigration is disloyal behaviour that consists of spreading false and/or malicious information about a competitor's products, work or person. It may relate to the company itself, its staff, its reputation, its brand, its products.

Damage to the reputation of the member company may result from the simple devaluation of its image, without necessarily denigrating it.

These practices should be distinguished from criticism, which is based on objective considerations and formulated in measured terms.

Penalties incurred under the regulations

Fines can be as high as 10% of the company's worldwide sales under EU law. In the case of associations of companies, the amount of the fine shall be calculated on the basis of the turnover achieved by all the companies which are members of the association.

Under French law, Article L.420-6 of the French Commercial Code provides for penalties for a natural person who "fraudulently takes a personal and decisive part in the conception, organisation or implementation" of an agreement or abuse of a dominant position.

They can result in up to four (4) years imprisonment and/or a fine of up to 75,000€ for individuals, as well as the publication of the decision in its entirety or in excerpts in newspapers, at the expense of the convicted person.

EXCHANGE OF INFORMATION

As part of its activities, the EIG is required to share information with all its members.

These exchanges of information are based on the following main principles:

- A. by complying with the rules, in particular national and Community rules on competition
- B. ensuring that the solution does not restrict competition and/or the market
- C. by not allowing access to confidential and strategic information of competitors

It is possible to

- 1) discuss laws, policies, approaches, issues impacting the industry in general with competitors
- 2) exchange on regulatory, technical, product safety and regulatory developments.

The exchange of general information on economic and technical trends in the sector is permitted, but in statistical form:

- A. with anonymous data
- B. a sufficiently large sample
- C. observed data which do not enable one or more members to adapt their commercial policy in line with that of a competitor

Thus, it is forbidden to exchange:

- 1) information on resale prices between competitors and/or between a manufacturer and its retailers
- 2) confidential and sensitive information concerning future prices or quantities, discounts and rebates, production costs, production quantities, customer lists, R&D investments and programs, markets/delimitation of geographical areas
- 3) during calls for tenders, on the responses
- 4) for concertations, to do or not to do (boycott)

Each member remains responsible for its own activities outside the EIG, in particular when participating in working groups.

MEETING PROCESS

⇒ Prior to every meeting

Are invited to the meeting only those persons whose participation is justified.

A precise agenda is issued at the time of the invitation to participate in the commissions and working groups, bureau, council, general assembly, before each meeting. The agenda shall be sufficiently detailed to enable everyone to define in advance the nature of the subjects to be discussed and, where appropriate, to facilitate the prior checking and removal of any subject that may be contrary to the principles of this Charter.

In the event of additional subjects being added to the agenda, they must have been submitted in advance and validated by the EIG's permanent staff.

All meetings of the EIG's working groups are held in the presence of a EIG staff member, who is in charge of ensuring that the agenda is respected.

⇒ During the meeting

All meetings begin with a reminder of the provisions concerning respect for open competition.

A sign-off sheet is signed by each participant who undertakes individually and on behalf of their company to comply with these provisions.

The EIG's permanent staff member is appointed to draw up the minutes of the meeting.

A reminder is made of these provisions and is recorded in the minutes of the meeting.

The following list of recommendations has been drawn up for all members of the EIG. This list must always be respected in the conduct of meetings and exchanges within the EIG.

This list is not exhaustive. It does not prejudge the conformity or irregularity of any conduct with regard to competition law. It is in no way a guarantee against investigation or prosecution by the competition authorities.

In the event of failure to comply with these rules at a meeting, the EIG's permanent representative will issue an immediate reminder.

⇒ After the meeting

The minutes of the meeting shall be sent for approval at the latest with the agenda of the next meeting. Outside of meetings, in order to ensure legal certainty of exchanges, communication/correspondence directly between participants/members is not allowed on topics discussed in working groups.

Any communication, document must be transmitted to the permanent staff of the EIG who alone can diffuse the information to all the participants.

LIST OF RECOMMENDATIONS

WHAT TO DO and WHAT NOT TO DO

▼ WHAT TO DO

- ▲ Fully describe the purpose, competence and composition of the working group
- ▲ Invite only those concerned
- ▲ Establish a precise agenda of topics to be dealt with, with relevant and appropriate topics
- ▲ Consult with the appropriate persons when in doubt about competition law issues
- ▲ Ensuring that the agenda is respected
- ▲ Arrange for the writing of the minutes of the meeting
- ▲ Holding a presence sheet with a signature
- ▲ Oppose any discussion or activity in contravention of this Charter,
 - ▼ In such a case, request appropriate legal control over such exchanges
 - ▼ Leave the meeting if discussions continue despite the call to order, and
 - ▼ Note the possible departure of participants from the meeting
- ▲ Write a report of the meeting that includes the topics discussed and accurately reflects the exchanges
- ▲ Having the minutes and other documents distributed by the members proofread and validated
- ▲ Ensuring document preservation: identifying, preserving and archiving documents

▼ WHAT NOT TO DO

- ▲ Not, in fact or in appearance, discuss or exchange information which is not in conformity with competition law, in particular information relating to
 - ▼ Prices, discounts, terms of payment or commercial conditions
 - ▼ Commercial offers, responses to calls for tenders
 - ▼ Limitations to be placed on the freedom of trade in the European Union/France
 - ▼ Geographic or customer market breakdowns
 - ▼ List of customers, suppliers
- ▲ Not exchange confidential information with competitors, including pricing strategies, production costs (or transfer prices), intellectual property, product development